

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

RECORDATION NO. 26294-A FILED

NOV 20 '09

11-20 AM

VIA UPS 2nd DAY AIR

SURFACE TRANSPORTATION BOARD

November 17, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination – Rider No. 1

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination, dated November 17, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on April 11, 2006 at 3:39 p.m. with the Surface Transportation Board under Recordation Number 26294.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Federal Gypsum Company
221 Henry Paint St.
Point Tupper, NS
B9A 1Y8 CANADA

A description of the railroad equipment covered by the enclosed document is for thirty (30) flat cars with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination –
Rider No. 1

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(FEGY001)

NOV 20 '09

11-20 AM

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 1 SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the “Memorandum”) dated as of November 17, 2009 is made by the First Union Rail Corporation (the “Lessor”), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of January 20, 2006 and Rider No. 1 dated February 16, 2006 (collectively, the “Lease”), between Lessor and Federal Gypsum Company (the “Lessee”), a Nova Scotia corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the “Equipment”) as more particularly described on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of January 20, 2006, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on March 27, 2006 at 1:29 p.m., and (ii) filed at the Surface Transportation Board on April 11, 2006 at 3:39 p.m. with primary recordation number 26294.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board and Registrar General, has been terminated in all respects.
2. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 17th day of November, 2009 (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: John J. ThomasTitle: PresidentSignature: John J. Thomas

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 73' riserless centerbeam A.A.R. Class FBC flatcars,
286 GRL, built by National Steel Car.

CAR NUMBERS: NOKL 738300 to 738329, inclusive.